

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Chapter 11
)	
DELPHI CORP. <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER MODIFYING OCTOBER 13, 2005 ORDER UNDER 11 U.S.C. §§ 105(a), 363,
507, 1107, AND 1108 (I) AUTHORIZING DEBTORS TO PAY PREPETITION WAGES
AND SALARIES TO EMPLOYEES AND INDEPENDENT CONTRACTORS; (II)
AUTHORIZING DEBTORS TO PAY PREPETITION BENEFITS AND CONTINUE
MAINTENANCE OF HUMAN CAPITAL BENEFIT PROGRAMS IN THE ORDINARY
COURSE; AND (III) DIRECTING BANKS TO HONOR PREPETITION CHECKS FOR
PAYMENT OF PREPETITION HUMAN CAPITAL OBLIGATIONS**

This matter having come before the Court on the motion (“Motion”) of John Blahnik, Paul Free, Milan Belans, Laura Marion, Peter Janak, and Cathy Rozanski (collectively, the “Movants”) to amend the Court’s October 13, 2005 Order Under 11 U.S.C. §§ 105(a), 363, 507, 1107, and 1108 (I) Authorizing Debtors to Pay Prepetition Wages and Salaries to Employees and Independent Contractors; (II) Authorizing Debtors to Pay Prepetition Benefits and Continue Maintenance of Human Capital Benefit Programs in the Ordinary Course; and (III) Directing Banks to Honor Prepetition Checks for Payment of Human Capital Obligations (the “October 13, 2005 Order”); due and sufficient notice of the Motion having been given; and the Court being fully advised in the premises; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the October 13, 2005 Order is hereby amended to require Delphi Corporation (“Delphi”) to comply with the provisions of its Amended and Restated Bylaws with respect to indemnification and advancement.

Dated:

Hon. Robert D. Drain
United States Bankruptcy Judge